

**THE FOUNDATIONS ACT
OF THE REPUBLIC OF MAURITIUS**

CHARTER

OF

PAN-AFRICAN SOCIETY OF CARDIOLOGY FOUNDATION

**C/O LEMUEL CORPORATE & TRUST MANAGEMENT LTD
MARBELLA ROAD, PELLEGRIN
TRIANON, QUATRE BORNES
REPUBLIC OF MAURITIUS**

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1. INTERPRETATION

In this Charter, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

The Charter will be subject to the overriding provisions of the Act.

Expressions	Meanings
1.1	Act The Foundation Act of the Republic of Mauritius as amended from time to time
1.2 Council	The Council of the Foundation
1.3 Governing Council	The Governing Council of the Foundation
1.4 Charter	This Charter as originally framed or as from time to time amended
1.5 Foundation	Pan-African Society of Cardiology Foundation
1.6 Mauritius	The Republic of Mauritius
1.7 Person	An individual, a corporation, a trust, the estate of a deceased individual, a partnership or an unincorporated association of persons.
1.8 Ordinary Resolution	A resolution passed if it is proposed as such and more votes are cast in favour of the resolution than are cast against it by such Members of Council as, being entitled to do so, vote in person or by proxy at a meeting of Members of Council.
1.9 Special Resolution	A resolution passed by a majority of not less than three-fourths of such Members of Council as, being entitled so to do, vote in person or by proxy at a general meeting convened for the purpose of voting such a resolution.
1.10 Seal	The common seal of the Foundation.
1.11 "written" or any term of like import	includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or

re-producing words in a visible form, including telex, telegram, cable, facsimile or other form of writing produced by electronic communication.

- 1.12 Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in this Charter.
- 1.13 Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in this Charter, it shall equally, where the context admits, include the others.
- 1.14 A reference to money in this Charter is a reference to the legal currency of United States of America, unless otherwise stated.

2. NAME, REGISTERED OFFICE AND NATURE OF THE FOUNDATION

2.1 Name

The name of the Foundation is “Pan-African Society of Cardiology Foundation”

2.2 Registered office

The registered office of the Foundation will be situated at C/o Lemuel Corporate & Trust Management Ltd, Marbella Road, Pellegrin, Trianon, Quatre Bornes, Mauritius or such other place within Mauritius as the Council from time to time may determine.

2.3 Management Company

The Management Company of the Foundation will be Lemuel Corporate & Trust Management Ltd of Marbella Road, Pellegrin, Trianon, Quatre Bornes, Mauritius or such other management company as the Foundation Council may from time to time determine.

3. OBJECTS AND POWERS OF THE FOUNDATION

- 3.1 The Foundation shall be a “Charitable Foundation” as defined by the Act.
- 3.2 The charitable purpose of the Foundation is to:
- i) To promote the prevention and treatment of cardiovascular diseases.
 - ii) To educate the medical and paramedical personnel in cardiology via training (workshops, seminars *et al*).
 - iii) To educate the general public on cardiovascular health.
 - iv) To encourage research by the formation of an African Heart Foundation which will ultimately fund and coordinate continental research activities and conferences in all aspects of cardiology by establishing and administering a research fund.

These objectives shall be achieved through:

- Congressional business meetings.
- Organization of international, regional or continental seminars, symposia, workshops or congresses on cardiovascular themes.
- The dissemination of up-to-date knowledge on cardiovascular diseases through the publication of news-letters and/or scientific journals.
- Establishment and administration of research fund.
- Contact and collaboration with other organizations with similar interests.

*Cardiology in the context of this constitution means, and shall be interpreted to mean cardiology, cardiac pathology, cardiac rehabilitation, cardiovascular surgery and other related disciplines.

3.3 The Foundation may also engage in any business whatsoever, or in any act or activity, which are not prohibited under any law for the time being in force in Mauritius.

3.4 The Foundation may in the course of the management of its assets do such things as are necessary for their proper administration, including but not limited to, buying and selling of such assets and engaging in any other acts, activities or investments that are not prohibited under any law for the time being in force in Mauritius, but such acts and activities shall be ancillary or incidental to its main purpose.

4. FOUNDER

4.1 The Founder of this Foundation is Prof Bongani Mawethu Mayosi residing at 12 Mead Way, Pinelands, Cape Town, South Africa by virtue of him being the President of PASCAR at the time of the formation of the Foundation.

4.2 The address for the service documents on the Founder in Mauritius shall be C/o Lemuel Corporate & Trust Management Ltd of Marbella Road, Pellegrin, Trianon, Quatre Bornes, Mauritius.

5. ENDOWMENT OF PROPERTY

5.1 The initial endowment to the Foundation shall consist of one hundred and fifty United States Dollars (USD150), which has been transferred, without consideration, to the Foundation and which shall form the initial assets of the Foundation.

5.2 The Founder hereby certify that it is the owner of the endowment with good, valid and marketable title which is free and clear of all liens, charges, encumbrances and any third party claims of any nature whatsoever, and that all actions necessary to pass title to the Foundation have been effectively and properly carried out.

5.3 Upon the vesting of assets in the Foundation, such assets shall become the sole property of the Foundation.

5.4 The endowment of supplementary assets, in addition to the initial assets, is hereby authorized, provided, however, that any such further endowment or endowments, must be accepted by the unanimous approval of the Officers or the Foundation Council.

6. BENEFICIARIES OF THE FOUNDATION

6.1 The initial and remaining class of Beneficiaries, and any supplementary Beneficiary or Beneficiaries of this Foundation may be those persons as designated by the Founder.

6.2 The initial class of beneficiaries shall as set out in Schedule 1 to this Charter.

6.3 The rights of, and the restrictions applicable to, the Beneficiaries shall be those as stipulated the Foundation Council.

6.4 The class of beneficiaries may be removed by the Founder.

7. THE SECRETARY

- 7.1 The Secretary of the Foundation shall be Lemuel Corporate & Trust Management Limited of Marbella Road, Pellegrin, Trianon, Quatre Bornes, Mauritius duly licensed by the Financial Services Commission of Mauritius or such other secretary as may be appointed by the Council.
- 7.2 The aforementioned address shall be the address in Mauritius for service of documents on the Foundation.

8. OFFICERS OF THE FOUNDATION

- 8.1 The Foundation Council shall appoint one or more persons who shall satisfy the requirements and comply with the restrictions under the Act, to be Officers of the Foundation, one of whom shall be the Secretary.
- 8.2 The name of the initial Officer of the Foundation is set out in Schedule 2 to this Charter.
- 8.3 Subsequent appointments of Officers or the filling of vacancies shall be carried out at the discretion of the Foundation Council.
- 8.4 The duties and terms of office of the Officers, including, but not limited to, the specification of matters concerning their removal, period of office, meetings and representative authority of the Officers may be established by the Foundation Council at its sole discretion.

8.6 Liability of Officers

- (a) Subject to sub-article (b) below, the Officers of the Foundation shall in no way be liable for the actions of the Foundation and shall be entitled to be indemnified in such manner as may be determined by the Founders.
- (b) Nothing in this Charter or in a contract between the Foundation and an Officer of the Foundation shall relieve, release or excuse an Officer of the Foundation from any liability arising from any fraud, wilful misconduct or gross negligence committed by such Officer of the Foundation.

8.7 Membership

Membership to the foundation shall have, at its base, members or officers emanating from the list below:

- (a) Affiliated Organisation Member – Duly constituted National and Regional Societies and Associations of Cardiology in African countries.
- (b) Individual Member - Individuals who are engaged in the practice of cardiology who reside or are citizen of an African country-and have been judged worthy of membership by the governing council of PASCAR
- (c) Associate Members: These shall be individual citizens of non-African countries who have contributed significantly to the science and art of cardiology in Africa and have been judged worthy of membership by the governing council of PASCAR.

Membership shall be conferred only after due nomination and consideration by the Governing Council and approved at a PASCAR Congressional Business Meeting.

9. THE FOUNDATION COUNCIL

- 9.1 The Founder may appoint a person or committee of persons to serve in a Foundation Council to the Foundation prior to registration whilst other Members would be eligible to serve on the Council as per the process detailed below.
- 9.3 The duties and terms of office of the Foundation Council, including, but not limited to, the specification of matters concerning their removal, period of office, meetings, remuneration and representative authority of the Foundation Council, may be established at any time by a resolution of the Officers.
- 9.4 The Foundation Council shall consist of any person(s) appointed via Article 9.1 and shall further consist of:
- i) Four (4) Elected PASCAR Governing Council members (PASCAR President, Secretary General, Treasurer and a Vice-President)
 - ii) Two (2) Members from Lemuel Corporate & Trust Management Ltd
 - iii) A Society Executive Officer (Manager)

10. THE GOVERNING COUNCIL

10.1 Appointment of Members of the Governing Council

- (a) The Members of the Governing Council of the Foundation shall be determined as follows:
- i) A panel of elected Members as detailed in section 10.2.
 - ii) Members listed in Article 10.2 (f) and (g) are not elected members
- (b) The Member(s) of the Governing Council will be determined by an internal election. This election will be held every four years at the PASCAR General Assembly. The five regions of PASCAR consisting of North, West, East, Central and South. Each regions affiliated societies may nominate individuals to stand for the positions. This will be done by a show of hands except if more than one person is nominate (which will lead to immediate secret ballot).
- (c) The Foundation may by Resolution increase or reduce the number of Members of Council and the Categories of Members at the end of the term of the elected Members and prior to holding an election.
- (d) Any Member of Council appointed under Article 10.1 shall hold office for a period of 4 years, after which the internal election shall be held.
- (e) The elected members will serve a four years term and shall be eligible for re-election for a subsequent term. The president shall be an 'ex officio' member of the succeeding Governing Council after the initial four year term and may be re-elected following the next term.

10.2 Categories of Members of Governing Council

- (a) President
- (b) Regional Vice President (4)
- (c) Secretary General
- (d) Regional Assistant Secretary General (5)
- (e) Treasurer
- (f) Editor of PASCAR Journal
- (g) Immediate Past President

10.3 Removal of Members in Governing Council

- (a) Member of the Governing Council may be removed and/or replaced by way of a notice sent by the Founder (under guidance of the Governing Council)
- (b) The President of the Governing Council will sit ex-officio after the four year term as described in Article 10.1 (d).
- (c) The tenure of office of the Editor shall be determined by the advice of the Governing Council

10.4 Remuneration of Members of Governing Council

The remuneration of Members of Council shall be determined by Ordinary Resolution of the Members of Foundation Council.

10.5 Liability of Members of Governing Council

- (a) Subject to sub-article (b) below, the Members in the Governing Council shall in no way be liable for the actions of the Foundation and shall be entitled to be indemnified in such manner as may be determined by the Foundation Council.
- (b) Nothing in this Charter or in a contract between the Foundation and a Member of the Governing Council shall relieve, release or excuse a Member of the Governing Council from any liability arising from any fraud, wilful misconduct or gross negligence committed by such Member of Council.

10.6 Duties and Responsibilities of Council and Council Members

- (a) Council shall conduct the affairs of the Foundation and be responsible for the business of PASCAR and shall appoint such sub-committees/officers/task forces/interest groups as may be necessary for purposes of meeting the objectives of the foundation.
- (b) It shall meet once a year or more often if necessary for the effective running of the society.
- (c) The President shall authorize the Secretary General to summon meetings of Council or Congress and shall preside at all such meetings.
- (d) Vice President shall act for the president in his absence.
- (e) The Secretary General shall on the authority of the President or in his absence, a Vice President summon meetings of council and or congress. He shall prepare agenda for, keep and circulate minutes of all such meetings. Furthermore, the Secretary General

shall take charge of the PASCAR Secretariat and supervise the implementation of decisions of Council.

- (f) Assistant Secretary-Generals shall assist the Secretary General in the discharge of his/her duties in their regions and shall act for him/her at Council or Congress meetings where he/she is absent.
- (g) The Treasurer shall have oversight of all PASCAR finances, put in place structures to effectively pay authorized bills and prepare audited accounts to Council and Congress. For purpose of operating PASCAR bank accounts, the Treasurer and either Executive Officer and either the President or the Secretary General shall be lawful signatories. Electronic Fund Transfers is the most effective means of transacting, all day to day operations including finances are conducted electronically through the PASCAR Executive Officer with an independent 3rd party accountant.
- (h) An Editor shall be in charge of the Society's publications except the Secretariat Newsletter. He/she shall be Chairman of the Editorial Board of the Society's Journal.

10.7 Proceedings of meetings of Members of Council (Foundation and Governing Council Combined unless mentioned expressly).

(a) Chairperson

- (i) The Members of Council may elect one of their number as chairperson of the Council (combined) and determine the period for which he is to hold office.
- (ii) Where no chairperson is elected, or where at a meeting of the Council the chairperson is not present within 15 minutes after the time appointed for the commencement of the meeting, the Members of Council present may choose one of their number to be chairperson of the meeting.

(b) Notice of meeting

- (i) A Member of Council may convene a meeting of the Council by giving notice in accordance with this Article.
- (ii) A notice of a meeting of the Council shall be sent to every Member of Council, and the notice shall include the date, time, and place of the meeting and the matters to be discussed.
- (iii) An irregularity in the notice of a meeting is waived where all Members of Council entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or where all Members of Council entitled to receive notice of the meeting agree to the waiver.

(c) Methods of holding meetings

- (i) The Council or any committee thereof may meet at such times and in such manner and places as the Council may determine to be necessary or desirable.
- (ii) A Member of Council shall be deemed to be present at a meeting of the Council if he participates by telephone or other electronic means and all Members of Council participating in the meeting are able to hear each other.

(d) **Quorum**

- (i) A quorum for a meeting of the Members of Council shall consist of one third of the Governing Council Members from at least two (2) regions.
- (ii) No business may be transacted at a meeting of Members of the Council if a quorum is not present.

(e) **Voting**

- (i) Every Member of Council has one vote.
- (ii) Members listed in Article 8.7(a) shall have one vote.
- (iii) Individuals from African countries with no registered Cardiac Society shall be entitled to one block vote.
- (iv) A resolution of the Council is passed if it is agreed to by all Members of Council present without dissent or if a majority of the votes cast on it are in favour of it.
- (v) A Member of Council present at a meeting of the Council is presumed to have agreed to, and to have voted in favour of, a resolution of the Council unless he expressly dissents from or votes against the resolution at the meeting.
- (vi) Voting shall be by secret ballot except when Council directs otherwise.

(f) **Minutes**

The Council shall ensure that minutes are kept of all proceedings at meetings of the Council.

(g) **Resolution in writing**

- (i) A resolution in writing, signed or assented to by all Members of Council then entitled to receive notice of a Council meeting, is as valid and effective as if it had been passed at a meeting of the Council duly convened and held.
- (ii) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more Members of Council.
- (iii) A copy of any such resolution must be entered in the minutes' book of Council proceedings.

11. SEAL

11.1 The Foundation shall have a Foundation seal, and an imprint shall be kept at the registered office of the Foundation. The Council shall provide for the safe custody of the Seal. The Seal when affixed to any written instrument shall be witnessed by a Member of Council or any other person so authorized from time to time by resolution of the Council. The Council may provide for a facsimile of the Seal and of the signature of any Member of Council or authorized person which may be reproduced by printing or other means on any instrument and it shall

have the same force and validity as if the Seal had been affixed to such instrument and the same had been signed as herein before described.

- 11.2 The Foundation may have one or more official seals to be used outside Mauritius to affix to any deed or document to which the Foundation is a party in the overseas country or region concerned. Such seal will be a facsimile of the common seal with the addition on its face of the name of the country or the region where it is to be used.

12. FISCAL YEAR AND BUDGET

- 12.1 The fiscal year of the Foundation shall commence on 1st January of each year and end on 31st December of each year.
- 12.2 The Members of Council shall approve the annual budget of the Foundation at their last meeting of the fiscal year for the following year and the expenditure of funds as provided by the relevant budget.
- 12.3 The Members in Council shall approve grants in addition to any relevant budget as well as operational and missional expenditures, which shall be determined by the Members in Council.
- 12.4 The Members of Council shall ensure that all relevant accounting records with regard to Foundation are maintained and shall retain the services of such professionals as may be required for that purpose.

13. RESIDENCE AND GOVERNING LAW OF THE FOUNDATION

- 13.1 The Foundation shall be resident and domiciled in Mauritius.
- 13.2 For so long as the Foundation is resident and domiciled in Mauritius, the proper law of the Foundation is the law of Mauritius and its validity, construction and all rights hereunder, are to be governed by the laws of Mauritius.

14. REVOCATION

This Charter may only be revoked by the Foundation Council.

15. FOUNDATION ARTICLES

The making of Foundation Articles is permitted but shall not be required.

16. AMENDMENT OF CHARTER

The Foundation Council may change the name of the Foundation or amend or modify this Charter provided that such changes and the procedure in respect of changes are consistent with the provisions of the Act.

17. WINDING UP

Upon the winding up of the Foundation, assets will be distributed to such charitable organisations as may be determined by the Foundation Council.

CONFIRMATION AND EXECUTION

We confirm that this document is the Charter of Pan-African Society of Cardiology Foundation

Signed by the Founder
Represented by Bongani Mawethu Mayosi
PASCAR President
14 July 2015

Schedule 1: Beneficiaries

The initial class of beneficiaries shall be [to complete*].

- Africans who have been diagnosed with heart disease
- Africans with suspected heart disease
- All Africans

Schedule 2 **List of Officers**

1. The Secretary: Lemuel Corporate & Trust Management Ltd

Schedule 3 **Members of the Council**

1. Valery Jean Christophe Azor residing at 21, Veerapen Lane, Floreal, Mauritius
2. Francoise Chapuis residing at Residence 8 Montana, Black Rock 22, Tamarin, Mauritius
3. PASCAR Manager George Philippus Nel residing at 113 Herbert Baker Street, Groenkloof, Pretoria, South Africa
4. PASCAR President Prof Bongani Mawethu Mayosi residing at 12 Mead Way, Pinelands, Cape Town, South Africa
5. PASCAR Treasurer Prof Karen Sliwa-Hahnle residing at 6 Northwold drive, Saxonwold, Johannesburg. South Africa
6. PASCAR Secretary General Dr Benedict Chukwuemeka Anisiuba residing at 11 Dan Ogugua Street, Enugu, Nigeria
7. PASCAR Vice President Prof Elijah Sammy Nyainda Ogola residing at 55 Bagamoyo Road, Nairobi, Kenya